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Form 990-PF

Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

Department of the Treasury
Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements.

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

8/1/2012

, and ending

7/31/2013

<p>Name of foundation TW SIDNEY J HARRIS Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. Trust Tax Dept - 1 W 4th St 4th Floor MAC D4000-041 City or town, state, and ZIP code Winston Salem NC 27101-3818</p> <p>G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input checked="" type="checkbox"/> Address change <input type="checkbox"/> Name change</p> <p>H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation</p> <p>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,906,315 (Part I, column (d) must be on cash basis.)</p>		<p>A Employer identification number 22-6455160</p> <p>B Telephone number (see instructions) (888) 730-4933</p> <p>C If exemption application is pending, check here ► <input type="checkbox"/></p> <p>D 1. Foreign organizations, check here ► <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation ► <input type="checkbox"/></p> <p>E If private foundation status was terminated under section 507(b)(1)(A), check here ► <input type="checkbox"/></p> <p>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ► <input type="checkbox"/></p>			
Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)				
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	43,668	43,668		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	26,599			
	b Gross sales price for all assets on line 6a	945,280			
	7 Capital gain net income (from Part IV, line 2)		26,599		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	486	486			
12 Total. Add lines 1 through 11	70,753	70,753	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	29,843	22,382	7,461	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)				
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 Total operating and administrative expenses.				
Add lines 13 through 23	29,843	22,382	0	7,461	
25 Contributions, gifts, grants paid	65,000			65,000	
26 Total expenses and disbursements. Add lines 24 and 25.	94,843	22,382	0	72,461	
27 Subtract line 26 from line 12:	-24,090				
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)		48,371			
c Adjusted net income (if negative, enter -0-)				0	

For Paperwork Reduction Act Notice, see instructions.

HTA

Form 990-PF (2012)

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments		57,817	62,672
	3	Accounts receivable ►			62,672
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable ►			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ►			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U.S. and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)		1,065,368	
	c	Investments—corporate bonds (attach schedule)			
Liabilities	11	Investments—land, buildings, and equipment: basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		624,487	1,669,041
	14	Land, buildings, and equipment: basis ►			1,843,643
		Less accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers—see the instructions. Also, see page 1, item 1)		1,747,672	1,731,713
					1,906,315
	17	Accounts payable and accrued expenses			
Net Assets or Fund Balances	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)		0	0
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds		1,747,672	1,731,713
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see instructions)		1,747,672	1,731,713
	31	Total liabilities and net assets/fund balances (see instructions)		1,747,672	1,731,713

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,747,672
2	Enter amount from Part I, line 27a	2	-24,090
3	Other increases not included in line 2 (itemize) ► See Attached Statement	3	8,811
4	Add lines 1, 2, and 3	4	1,732,393
5	Decreases not included in line 2 (itemize) ► PY RETURN OF CAPITAL ADJUSTMENT	5	680
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	1,731,713

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a See Attached Statement				
b See Attached Statement				
c See Attached Statement				
d See Attached Statement				
e See Attached Statement				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a			0	
b			0	
c			0	
d			0	
e			0	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a			0	
b			0	
c			0	
d			0	
e			0	
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	26,599	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	0	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	98,303	1,786,933	0.055012
2010	78,622	1,880,308	0.041813
2009	87,113	1,720,825	0.050623
2008	96,788	1,509,261	0.064129
2007	109,803	2,163,250	0.050758
2 Total of line 1, column (d)		2	0.262335
3 Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years		3	0.052467
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5		4	1,842,398
5 Multiply line 4 by line 3		5	96,665
6 Enter 1% of net investment income (1% of Part I, line 27b)		6	484
7 Add lines 5 and 6		7	97,149
8 Enter qualifying distributions from Part XII, line 4		8	72,461
If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instructions)1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only) Others enter -0-

5 Tax based on Investment Income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 300

b Exempt foreign organizations—tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7 300

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9 667

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10 0

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ►

Refunded ►

11 0

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

Yes No

1a X

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?

1b X

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

1c X

c Did the foundation file Form 1120-POL for this year?

1d

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____

1e

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ _____

1f

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

2 X

If "Yes," attach a detailed description of the activities

1g

3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes

3 X

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

4a X

b If "Yes," has it filed a tax return on Form 990-T for this year?

4b N/A

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

5 X

If "Yes," attach the statement required by General Instruction T

1h

6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:

6 X

• By language in the governing instrument, or

1i

• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?

7 X

7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV

1j

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ►

8b X

NJ

1k

b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation

9 X

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV

10 X

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X
14	The books are in care of ► WELLS FARGO BANK N.A. Located at ► 1 W 4th St 4th Floor MAC D4000-041 Winston Salem NC.	Telephone no. ► 888-730-4933 ZIP+4 ► 27101-3818	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year	► 15	N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ►	16	Yes No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

1a	During the year did the foundation (either directly or indirectly):	Yes	No
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/>	Yes <input type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/>	Yes <input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ►	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20_____ , 20_____ , 20_____ , 20_____ b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions.) c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► 20_____ , 20_____ , 20_____ , 20_____	2b	N/A
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	3b	N/A
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	4a	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4b	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A
If "Yes," attach the statement required by Regulations section 53.4945–5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

5b N/A

6b X

7b N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Wells Fargo Bank, N.A. 1 W 4th St 4th Floor MAC D4000-041 Winston S	Trustee	4.00	29,843	

2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000				0

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

THE NUMBER OF ORGANIZATIONS AND OTHER SCHOLARSHIPS SERVED, CONFERENCES CONVENED, RESEARCH PAPERS PRODUCED, ETC.	
1	NONE

2	

3	

4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Amount	
1	NONE
2	
All other program-related investments. See instructions	
3	NONE
Total. Add lines 1 through 3 ►	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,804,302
b	Average of monthly cash balances	1b	66,153
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	1,870,455
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,870,455
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	28,057
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,842,398
6	Minimum investment return. Enter 5% of line 5	6	92,120

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part.)

1	Minimum investment return from Part X, line 6	1	92,120
2a	Tax on investment income for 2012 from Part VI, line 5	2a	967
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	967
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	91,153
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	91,153
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	91,153

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	72,461
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	72,461
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	72,461

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				91,153
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			13,049	
b Total for prior years: 20 ____, 20 ____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 72,461				
a Applied to 2011, but not more than line 2a			13,049	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				59,412
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013			0	
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				31,741
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

1 a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling				►	
1 b	Check box to indicate whether the foundation is a private operating foundation described in section				<input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)	
2 a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
2 b	85% of line 2a				0	
2 c	Qualifying distributions from Part XII, line 4 for each year listed				0	
2 d	Amounts included in line 2c not used directly for active conduct of exempt activities				0	
2 e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				0	
3	Complete 3a, b, or c for the alternative test relied upon:				0	
3 a	"Assets" alternative test—enter:				0	
3 a (1)	(1) Value of all assets				0	
3 a (2)	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				0	
3 b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				0	
3 c	"Support" alternative test—enter:				0	
3 c (1)	(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				0	
3 c (2)	(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)				0	
3 c (3)	(3) Largest amount of support from an exempt organization				0	
3 c (4)	(4) Gross investment income				0	

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

NONE

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE**2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed:

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines:

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Attached Statement				
Total			► 3a	65,000
b Approved for future payment NONE				
Total			► 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income	Excluded by section 512, 513, or 514	(e) Related or exempt function income (See instructions)		
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a						
b						
c						
d						
e						
f						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	43,668	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	26,599	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a OTHER INCOME				01	486	
b						
c						
d						
e						
12 Subtotal. Add columns (b), (d), and (e)			0		70,753	0
13 Total. Add line 12, columns (b), (d), and (e)				13	70,753	

Part XVI.B Relationship of Activities to the Accomplishment of Exempt Purposes

Part XVII **Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations**

1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?	Yes	No
a	Transfers from the reporting foundation to a noncharitable exempt organization of:	1a(1)	X
	(1) Cash	1a(2)	X
	(2) Other assets	1b(1)	X
b	Other transactions:	1b(2)	X
	(1) Sales of assets to a noncharitable exempt organization	1b(3)	X
	(2) Purchases of assets from a noncharitable exempt organization	1b(4)	X
	(3) Rental of facilities, equipment, or other assets	1b(5)	X
	(4) Reimbursement arrangements	1b(6)	X
	(5) Loans or loan guarantees	1c	X
	(6) Performance of services or membership or fundraising solicitations		
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

May the IRS discuss this return
with the preparer shown below (see
instructions)? Yes No

**Sign
Here**

correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

John N Salente SVP Wells Fargo Bank N.A. 11/12/2013 SVP Wells Fargo Bank N.A.

Signature of officer or trustee		Date	Title		
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input checked="" type="checkbox"/> if self-employed	PTIN
	JOSEPH J. CASTRIANO		11/12/2013		P01251603
	Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777			Phone no	412-355-6000	

TW SIDNEY J HARRIS

22-6455160

990PF, PART VII-A LINE 8B - EXPLANATION OF NON-FILING WITH A.G. STMT

NJ does not require a copy of Form 990-PF to be filed if gross contributions are less than \$10,000

Security Type	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Savings & Temp Inv	2513025430	22-6455160	VP0528308	FEDERATED TREAS OBL FD 68	55737.02	55737.02
Savings & Temp Inv	2513025430	22-6455160	VP0528308	FEDERATED TREAS OBL FD 68	6934.96	6934.96
				Total Savings & Temp Inv	62671.98	62671.98
Invest - Other	2513025430	22-6455160	04314H204	ARTISAN INTERNATIONAL FUND #6611	88382.69	65358.66
Invest - Other	2513025430	22-6455160	256210105	DODGE & COX INCOME FD COM #147	118414.72	111410
Invest - Other	2513025430	22-6455160	411511504	HARBOR CAPITAL APRCTION-INST #2012	129254.67	98565.81
Invest - Other	2513025430	22-6455160	589509108	MERGER FD SH BEN INT #260	56166.2	55626.22
Invest - Other	2513025430	22-6455160	693390700	PIMCO TOTAL RET FD-INST #35	118580.7	113278.8
Invest - Other	2513025430	22-6455160	693390882	PIMCO FOREIGN BD FD USD H-INST #103	37418.07	36156.16
Invest - Other	2513025430	22-6455160	77957P105	T ROWE PRICE SHORT TERM BD FD #55	82251.85	82636.81
Invest - Other	2513025430	22-6455160	04314H600	ARTISAN MID CAP FUND-INS #1333	78253.18	65994.54
Invest - Other	2513025430	22-6455160	464287200	ISHARES CORE S & P 500 ETF	34418.65	26799.75
Invest - Other	2513025430	22-6455160	51855Q655	LAUDUS MONDRIAN INTL FI-INST #2940	38343.38	42918.27
Invest - Other	2513025430	22-6455160	277923728	EATON VANCE GLOBAL MACRO - I #0088	18537.54	18634.09
Invest - Other	2513025430	22-6455160	256206103	DODGE & COX INTL STOCK FD #1048	88076.72	58499.78
Invest - Other	2513025430	22-6455160	552983694	MFS VALUE FUND-CLASS I #893	86622.31	61909.88
Invest - Other	2513025430	22-6455160	261980494	DREYFUS EMG MKT DEBT LOC C-I #6083	94365.42	96351.99
Invest - Other	2513025430	22-6455160	262028855	DRIEHAUS ACTIVE INCOME FUND	74764.96	73797.17
Invest - Other	2513025430	22-6455160	339128100	JP MORGAN MID CAP VALUE-I #758	49897.32	34527.36
Invest - Other	2513025430	22-6455160	63872T885	ASG GLOBAL ALTERNATIVES-Y #1993	55550.52	55890.73
Invest - Other	2513025430	22-6455160	922908553	VANGUARD RETT VIPER	65942.34	50764.45
Invest - Other	2513025430	22-6455160	483438206	KALMAR GR W/AL SM CAP FD #2	37042.99	31759.02
Invest - Other	2513025430	22-6455160	00203H859	AQR MANAGED FUTURES STR-I #15213	18609.03	18627.32
Invest - Other	2513025430	22-6455160	922042858	VANGUARD FTSE EMERGING MARKETS ETF	73198.44	83581.41
Invest - Other	2513025430	22-6455160	683974505	OPPENHEIMER DEVELOPING MKT-Y #788	72313.81	72156.05
Invest - Other	2513025430	22-6455160	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	66233.85	60530.16
Invest - Other	2513025430	22-6455160	252645833	DIAMOND HILL LONG-SHORT FD CL I #11	37992.32	29773.15
Invest - Other	2513025430	22-6455160	76628T645	RIDGEWORTH SEIX HY BD-I #5855	94466.82	88720.16
Invest - Other	2513025430	22-6455160	22544R305	CREDIT SUISSE COMM RET ST-I #2156	92621.62	109814
Invest - Other	2513025430	22-6455160	487300808	KEELEY SMALL CAP VAL FD CL I #2251	35922.92	24959.26
				Total Invest - Other	1843643.04	1669041
					1906315.02	1731713
				Total Assets		

TW SIDNEY J HARRIS

22-6455160 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

NameLITTLE SERVANT SISTERS OF THE IMMACULATE CONCEPTION**Street**

1000 CROPWELL ROAD

City

CHERRY HILL

State

NJ

Zip Code

08003

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

15,000

NameALZHEIMER'S ASSOCIATION - NJ CHAPTER**Street**

400 MORRIS AVENUE

City

DENVILLE

State

NJ

Zip Code

07834

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

NameAMERICAN CANCER SOCIETY**Street**

132 WEST 32ND STREET

City

NEW YORK

State

NY

Zip Code

10001

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

NameDEBORAH HOSPITAL FOUNDATION**Street**

20 PINE MILLS ROAD

City

BROWN MILLS

State

NJ

Zip Code

08015

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

10,000

NameJOHN F KENNEDY MEDICAL CENTER**Street**

65 JAMES STREET

City

EDISON

State

NJ

Zip Code

08820

Foreign Country**Relationship**

NONE

Foundation Status

501(C)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

20,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Totals		Net Gain or Loss	
												Capital Gains/Losses Other Sales	Gross Sales	Cost, Other Basis and Expenses	
	Long Term CG Distributions	Amount 6,474					945,280	0					918,681	0	
	Short Term CG Distributions	0													26,589
1	X ARTISAN INTERNATIONAL FU	043114H204			8/26/2011	8/8/2012	13,792	12,317					0	1,475	
2	X ARTISAN INTERNATIONAL FU	043114H204			8/26/2011	1/18/2013	7,627	6,158					0	1,469	
3	X ARTISAN INTERNATIONAL FU	043114H204			7/1/2013	7/10/2013	4,777	4,584					0	193	
4	X ARTISAN INTERNATIONAL FU	043114H204			8/26/2011	7/10/2013	2,145	1,685					0	490	
5	X ARTISAN MID CAP FUND-INS	043114H600			5/10/2012	8/8/2012	1,021	1,017					0	4	
6	X CREDIT SUISSE COMM RT ST	225444R305			8/26/2011	8/27/2012	1,282	1,426					0	-164	
7	X DIAMOND HILL LONG SHORT	252648S833			10/20/2011	2/7/2013	3,838	3,194					0	644	
8	X DIAMOND HILL LONG SHORT	252648S833			10/20/2011	7/10/2013	12,208	9,550					0	2,658	
9	X DODGE & COX INT'L STOCK F	258206103			3/17/2008	8/8/2012	12,462	15,480					0	-3,018	
10	X DODGE & COX INT'L STOCK F	258206103			3/17/2008	11/18/2012	2,488	2,971					0	-483	
11	X DODGE & COX INT'L STOCK F	258206103			3/17/2008	1/18/2013	7,947	8,639					0	-704	
12	X DODGE & COX INT'L STOCK F	258206103			4/10/2008	7/10/2013	4,778	5,038					0	-259	
13	X DODGE & COX INT'L STOCK F	258206103			7/10/2008	7/10/2013	1,471	1,546					0	-75	
14	X DODGE & COX INCOME FD CC	258210105			5/10/2012	11/18/2012	15,234	14,971					0	263	
15	X DODGE & COX INCOME FD CC	258210105			9/10/2012	11/18/2012	38,145	35,782					0	383	
16	X DODGE & COX INCOME FD CC	258210105			3/17/2008	11/18/2012	32,020	28,817					0	3,103	
17	X DODGE & COX INCOME FD CC	258210105			2/11/2013	7/10/2013	24,805	25,618					0	-813	
18	X DREYFUS EMG MKT DEBT LO	261890694			2/4/2011	2/7/2013	2,698	2,522					0	176	
19	X DREYFUS EMG MKT DEBT LO	261890694			8/26/2011	8/26/2011	10,883	10,883					0	203	
20	X DREYFUS EMG MKT DEBT LO	261890694			12/28/2010	2/7/2013	885	631					0	54	
21	X JP MORGAN MID CAP VALUE	339126100			12/28/2010	8/8/2012	2,378	2,070					0	309	
22	X JP MORGAN MID CAP VALUE	339128100			12/28/2010	7/10/2013	1,888	1,341					0	558	
23	X GATEWAY FUND - Y #1986	3478298984			8/10/2012	7/10/2013	46,439	45,395					0	1,044	
24	X GATEWAY FUND - Y #1986	3478298984			2/11/2013	7/10/2013	19,392	19,134					0	228	
25	X HARBOR CAPITAL APRITION	411511504			8/10/2012	1/18/2013	1,840	1,735					0	105	
26	X HARBOR CAPITAL APRITION	411511504			5/25/2011	11/18/2013	6,270	5,539					0	731	
27	X HARBOR CAPITAL APRITION	411511504			2/11/2013	7/10/2013	36,624	33,828					0	2,786	
28	X HUSSMAN STRATEGIC GROW	448108100			10/20/2011	8/8/2012	34,970	38,883					0	-4,713	
29	X HUSSMAN STRATEGIC GROW	448108100			10/20/2011	2/7/2013	26,502	32,092					0	-5,590	
30	X HUSSMAN STRATEGIC GROW	448108100			2/14/2012	2/7/2013	7,457	8,484					0	-1,037	
31	X SHARES CORE S & P 500 ETN	411511504			8/8/2012	1/18/2013	3,798	3,516					0	283	
32	X SHARES CORE S & P 500 ETN	411511504			8/24/2011	7/10/2013	37,312	36,400					0	10,912	
33	X SHARES RUSSELL 2000 GROW	484257648			11/18/2012	2/7/2013	26,342	23,748					0	3,164	
34	X SHARES RUSSELL 2000 GROW	484257648			12/19/2012	2/7/2013	23,993	22,409					0	1,584	
35	X KEELEY SMALL CAP VAL FD	487300808			12/28/2010	8/8/2012	1,447	1,410					0	37	
36	X KEELEY SMALL CAP VAL FD	487300808			12/28/2010	1/18/2013	7,744	8,393					0	1,351	
37	X KEELEY SMALL CAP VAL FD	487300808			12/28/2010	2/7/2013	3,798	3,535					0	2,983	
38	X LAUDUS MONDRIAN INTL FII	518855Q655			10/20/2011	18/10/2012	18,102	18,773					0	-671	
39	X LAUDUS MONDRIAN INTL FII	518855Q655			2/14/2012	2/7/2013	3,291	3,499					0	-189	
40	X MFS VALUE FUND-CLASS 148	5328836984			5/25/2011	8/8/2012	3,853	3,725					0	128	
41	X MFS VALUE FUND-CLASS 148	5328836984			5/25/2011	1/18/2013	4,294	3,870					0	424	
42	X MFS VALUE FUND-CLASS 148	5328836984			5/25/2011	7/10/2013	9,714	8,959					0	1,755	
43	X MFS VALUE FUND-CLASS 148	5328836984			2/11/2013	7/10/2013	15,986	15,832					0	1,709	
44	X MFS VALUE FUND-CLASS 148	5328836984			2/14/2012	8/8/2012	2,884	2,283					0	591	
45	X MAINSTAY EP US EQUITY-F	5689505902			10/20/2011	8/8/2012	25,103	23,227					0	1,876	
46	X MERGER FD SH BEN INT #260	5689505908			10/20/2011	8/8/2012	8,744	8,711					0	33	
47	X OPPENHEIMER DEVELOPING	6383974505			5/25/2011	1/18/2013	5,182	5,065					0	127	
48	X PINCO TOTAL RET FD-INST #	6933980808			11/18/2012	2/7/2013	10,956	10,934					0	3,082	
49	X PINCO TOTAL RET FD-INST #	6933980808			8/10/2012	2/7/2013	21,742	22,228					0	-488	
50	X PINCO TOTAL RET FD-INST #	6933980808			8/10/2012	11/19/2012	11,334	12,152					0	-818	
51	X PINCO TOTAL RET FD-INST #	6933980808			5/10/2012	7/10/2013	25,103	23,227					0	1,876	
52	X PINCO FOREIGN BD FD USD	6933980808			5/25/2011	8/8/2012	1,519	1,438					0	81	
53	X PINCO FOREIGN BD FD USD	6933980808			8/17/2012	8/17/2012	16,636	15,057					0	979	
54	X PINCO FOREIGN BD FD USD	6933980808			2/14/2012	2/14/2012	6,971	6,837					0	134	
55	X PINCO FOREIGN BD FD USD	6933980808			8/26/2011	2/7/2013	4,486	4,420					0	52	
56	X RIDGEWORTH SEIX HY BDL #	766287645			8/26/2011	8/26/2012	3,682	3,765					0	14	
57	X RIDGEWORTH SEIX HY BDL #	766287645			8/26/2011	11/19/2012	8,234	9,175					0	99	
58	X RIDGEWORTH SEIX HY BDL #	766287645			8/26/2011	12/19/2012	13,039	13,913					0	-3,568	
59	X RIDGEWORTH SEIX HY BDL #	766287645			8/26/2011	12/19/2012	8,077	7,704					0	-274	
60	X ROWE PRICE SHORT TERM	77957P105			2/14/2012	2/14/2012	25,443	25,391					0	52	
61	X SPDR DOW JONES INDUSTRIAL INDEX FUND	784393X663			8/26/2011	8/26/2012	3,682	3,765					0	-84	
62	X TCF SMALL CAP GROWTH FUND	87234NB48			12/28/2010	2/7/2013	20,755	23,913					0	-3,568	
63	X TCF SMALL CAP GROWTH FUND	87234NB48			12/28/2010	12/19/2012	13,039	14,313					0	-373	
64	X TCF SMALL CAP GROWTH FUND	87234NB48			12/28/2010	12/19/2012	8,077	7,704					0	-33	
65	X TCF SMALL CAP GROWTH FUND	87234NB48			12/28/2010	12/19/2012	3,011	3,044					0	272	
66	X VANGUARD RETI VIPER	922808453			12/28/2010	8/8/2012	1,815	1,423					0	0	
67	X VANGUARD RETI VIPER	922808453			11/19/2012	8/8/2013	4,863	4,483					0	380	

Part I, Line 11 (990-PF) - Other Income

		486	486	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	REBATE OF FEES CALCULATED ON INCOME	486	486	

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1 COST BASIS ADJUSTMENT	1	5,166
2 FEDERAL EXCISE TAX REFUND	2	3,645
3 Total	3	8,811

Line 5 - Decreases not included in Part III, Line 2

1 PY RETURN OF CAPITAL ADJUSTMENT	1	680
2 Total	2	680

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount										20.125
Long Term CG Distributions		Short Term CG Distributions		938,806		919,033		20,125		20.125
Description of Property Sold	CLIPS#	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus	F MV as of 12/31/99	Gains Minus Excess Basis or Losses
1 ARTISAN INTERNATIONAL FUND #861	0,314142324	8/26/2011	8/6/2012	13,792			12,317		1,475	1,475
2 ARTISAN INTERNATIONAL FUND #861	0,314142324	8/26/2011	1/18/2013	7,627			6,156		1,469	1,469
3 ARTISAN INTERNATIONAL FUND #861	0,314142324	2/11/2013	7/10/2013	4,777			4,584		193	193
4 ARTISAN INTERNATIONAL FUND #861	0,314142324	5/10/2011	7/10/2013	2,145			1,017		0	0
5 ARTISAN MID CAP FUND-#1333	0,314142324	5/10/2012	8/6/2012	1,021			1,017		4	4
6 CREDIT SUISSE COMM RT ST CO #62154	25,5452315	8/26/2011	8/6/2012	1,282			1,026		-184	-184
7 DIAMOND HILL LONG SHORT FUND CL # 25,26453833	10/2/2011	10/2/2011	3,859			3,194		745	745	
8 DODGE & COX INT'L STOCK FUND #1048	25,8208103	3/17/2008	8/6/2012	12,208			9,550		2,658	2,658
9 DODGE & COX INT'L STOCK FUND #1048	25,8208103	3/17/2008	11/19/2012	2,488			15,480		-3,018	-3,018
10 DODGE & COX INT'L STOCK FUND #1048	25,8208103	2/11/2013	1/18/2013	7,847			2,971		483	483
11 DODGE & COX INT'L STOCK FUND #1048	25,8208103	4/10/2008	7/10/2013	2,589			8,639		290	290
12 DODGE & COX INT'L STOCK FUND #1048	25,8208103	7/10/2013	7/10/2013	4,779			5,030		-259	-259
13 DODGE & COX INT'L STOCK FUND #1048	25,8208103	3/17/2008	7/10/2013	1,471			1,548		75	75
14 DODGE & COX INCOME FUND #147	25,8210105	5/10/2012	11/19/2012	15,234			14,971		291	291
15 DODGE & COX INCOME FUND #147	25,8210105	8/10/2012	11/19/2012	36,145			35,782		383	383
16 DODGE & COX INCOME FUND #147	25,8210105	8/10/2012	11/19/2012	32,020			3,103		0	0
17 DODGE & COX INCOME FUND #147	25,8210105	2/11/2013	7/10/2013	24,805			25,618		-813	-813
18 DREYFUS ENG MKT DEBT LOC CL #905	28,936464	2/4/2011	2/11/2013	2,589			2,522		0	0
19 DREYFUS ENG MKT DEBT LOC CL #905	28,936464	8/26/2008	2/10/2013	10,883			10,890		78	78
20 DREYFUS ENG MKT DEBT LOC CL #905	28,936464	12/28/2010	2/7/2013	885			831		54	54
21 I.P. MORGAN MID CAP VALUE-#158	33,9128100	12/28/2010	8/6/2012	2,379			2,070		309	309
22 I.P. MORGAN MID CAP VALUE-#158	33,9128100	12/28/2010	8/6/2012	1,899			1,341		558	558
23 GATEWAY FUND Y #1988	38,7628884	8/10/2012	7/10/2013	46,439			45,395		1,044	1,044
24 GATEWAY FUND - #1988	38,7628884	2/11/2013	1/18/2013	19,382			19,134		228	228
25 HARBOR CAPITAL APRTN-INST #20	41,1511504	8/10/2012	11/19/2013	1,840			1,735		105	105
26 HARBOR CAPITAL APRTN-INST #20	41,1511504	5/25/2011	11/18/2013	6,270			5,539		731	731
27 HUSSMAN STRATEGIC GROWTH FUND	44,8108100	2/11/2012	7/10/2013	38,824			33,828		2,798	2,798
28 HUSSMAN STRATEGIC GROWTH FUND	44,8108100	10/20/2011	8/6/2012	34,970			36,683		-4,713	-4,713
29 HUSSMAN STRATEGIC GROWTH FUND	44,8108100	10/20/2011	8/6/2012	26,592			32,022		-559	-559
30 ISHARES CORE S & P 500 EFT	48,4287200	2/11/2012	2/7/2013	7,457			6,494		-1,037	-1,037
31 ISHARES CORE S & P 500 EFT	48,4287200	8/26/2012	2/7/2013	3,789			3,518		283	283
32 ISHARES CORE S & P 500 EFT	48,4287200	8/24/2011	7/10/2013	37,182			26,400		10,912	10,912
33 ISHARES RUSSELL 2000 GROWTH	48,8187649	11/19/2012	2/7/2013	26,342			23,178		3,184	3,184
34 ISHARES RUSSELL 2000 GROWTH	48,8187649	12/19/2012	2/7/2013	23,593			22,409		1,584	1,584
35 KEELEY SMALL CAP VAL FD CL #2231	48,76300808	12/28/2010	8/6/2012	1,447			1,410		37	37
36 KEELEY SMALL CAP VAL FD CL #2231	48,76300808	12/28/2010	8/6/2012	7,744			6,393		1,351	1,351
37 LAUDIUS MONGRIAN INT'L FININST #284550855	55,2853684	2/11/2013	2/7/2013	15,488			12,535		2,863	2,863
38 LAUDIUS MONGRIAN INT'L FININST #284550855	55,2853684	10/20/2011	8/6/2012	18,773			18,773		-871	-871
39 MAINSTAY EQUITY INS #11204	56,0831302	2/14/2012	8/6/2012	3,281			3,490		-186	-186
40 MASS VALUE FUND CLASS #893	56,92938904	5/25/2011	8/6/2012	3,153			3,725		128	128
41 MASS VALUE FUND CLASS #893	56,92938904	5/25/2011	8/6/2012	3,153			3,670		524	524
42 MASS VALUE FUND CLASS #893	56,92938904	5/25/2011	8/6/2012	4,254			3,820		324	324
43 MASS VALUE FUND CLASS #893	56,92938904	5/25/2011	8/6/2012	8,714			6,939		1,755	1,755
44 MASS VALUE FUND CLASS #893	56,92938904	2/11/2013	1/18/2013	17,541			15,832		1,709	1,709
45 MERGER FUND REINVENT #260	58,95509108	8/26/2011	8/6/2012	25,103			22,283		581	581
46 MERGER FUND REINVENT #260	58,95509108	9/22/2011	8/6/2012	8,744			23,227		1,876	1,876
47 OPPENHEIMER FUND INST-Y #7	68,3974505	5/25/2011	1/18/2013	5,192			6,711		33	33
48 PINCO FOREIGN BD USD HINST #335	69,33390700	11/19/2012	2/7/2013	10,858			5,055		127	127
49 PINCO TOTAL RET FD INST #335	69,33390700	8/10/2012	2/7/2013	21,742			10,840		-3,882	-3,882
50 PINCO TOTAL RET FD INST #335	69,33390700	8/10/2012	2/7/2013	11,334			22,228		-486	-486
51 PINCO TOTAL RET FD INST #335	69,33390700	5/10/2012	7/10/2013	11,397			12,152		0	0
52 PINCO FOREIGN BD USD HINST #1	69,33390882	5/25/2011	8/6/2012	15,159			14,837		-614	-614
53 PINCO FOREIGN BD USD HINST #1	69,33390882	8/31/2012	8/6/2012	16,638			15,857		919	919
54 PINCO FOREIGN BD USD HINST #1	69,33390882	10/20/2011	8/6/2012	4,744			4,420		86	86
55 PINCO FOREIGN BD USD HINST #1	69,33390882	10/20/2011	8/6/2012	5,055			5,055		14	14
56 RIDGEWORTH SEIK HY BD-15855	76,8217845	8/26/2011	8/6/2012	2,074			1,875		89	89
57 RIDGEWORTH SEIK HY BD-15855	76,8217845	8/26/2011	1/11/2012	8,234			7,777		457	457
58 RIDGEWORTH SEIK HY BD-15855	76,8217845	8/26/2011	2/7/2013	13,379			12,303		1,016	1,016
59 T ROWE PRICE SHORT TERM BD #4577857P105	69,33390882	2/14/2012	8/6/2012	84,971			64,837		134	134
60 T ROWE PRICE SHORT TERM BD #4577857P105	69,33390882	1/18/2012	4,244				25,391		52	52
61 SEDAR D WILSHIRE INTERNATIONAL RTRMAY9613	69,33390882	5/23/2011	8/6/2012	3,892			3,768		-84	-84
62 TROWM SMALL CAP GROWTH FUND-1441	87,234N849	12/26/2010	1/18/2012	29,755			29,813		-3,159	-3,159
63 TROWM SMALL CAP GROWTH FUND-1441	87,234N849	12/26/2010	1/21/2012	13,039			14,313		-1,224	-1,224
64 TROWM SMALL CAP GROWTH FUND-1441	87,234N849	8/26/2011	1/21/2012	8,077			7,04		373	373
65 TROWM SMALL CAP GROWTH FUND-1441	87,234N849	8/10/2012	3,011				3,044		33	33
66 VANGUARD REIT VIPER	92,2808553	12/26/2010	8/6/2012	1,515			1,243		272	272
67 VANGUARD REIT VIPER	92,2808553	11/19/2012	2/7/2013	4,983			4,443		350	350

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date	Amount
1 Credit from prior year return	1	300
2 First quarter estimated tax payment	2	
3 Second quarter estimated tax payment	3	
4 Third quarter estimated tax payment	4	
5 Fourth quarter estimated tax payment	5	
6 Other payments	6	0
7 Total	7	300

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	13,049
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	13,049